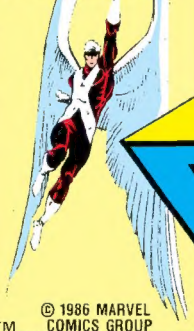




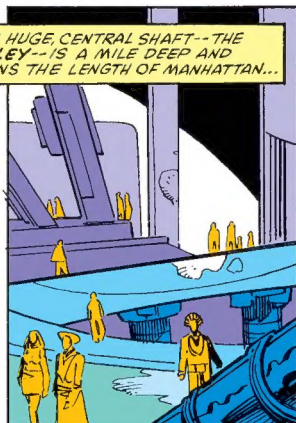
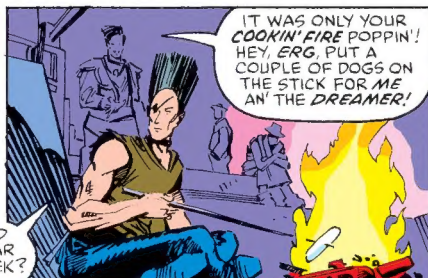
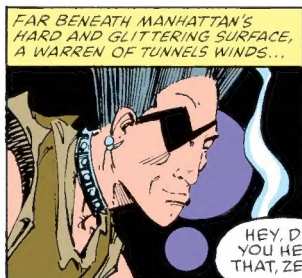
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**25<sup>TH</sup>**  
**ANNIVERSARY**



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PRESENTS:

# FALLING ANGEL!

WHY-- WHY  
ARE YOU  
DOING THIS?

NOOO!

GO BOOSH!

SHRAK!

WE'RE MARAUDERS,  
BABE, AN' WE GOT  
A PHILOSOPHY!

THE ONLY GOOD MUTANT  
IS A DEAD  
MUTANT-- LESS,  
OF COURSE, IT'S  
US!





WHILE IN THE TUNNELS SEVERAL MILES AWAY, A TEAM OF MUTANTS WHO ARE NOT MORLOCKS RECOVER FROM A PITCHED BATTLE WITH THE GOVERNMENT-SPONSORED BOUNTY HUNTERS, FREEDOM FORCE...

ANGEL, JEAN! GO ON! RUSTY'S HURT! GET HIM AND SKIDS BACK TO OUR COMPLEX -- NOW!

I HOPE SCOTT WILL BE OKAY! HE SEEMS WORRIED... EDGIER THAN ALL THIS WARRANTS!

HE BLAMES HIMSELF, ANGEL! I WAS ANGRY AT HIM AND HE WAS ... HURT...

HE NEEDED TO LASH OUT--TO HURT BACK! RUSTY STUMBLER ACROSS HIS PATH LIKE A HUMAN LIGHTNING ROD...

YEAH... AND SCOTT LET HIM HAVE IT, DIDN'T HE? A VERBAL BLAST TO THE GUT THAT SENT RUSTY SCURRYING HERE ... INTO GREATER DANGER!

LOOK AT RUSTY--HE'S BARELY BREATHING!

AND LITTLE ARTIE FOLLOWED HIM...\*

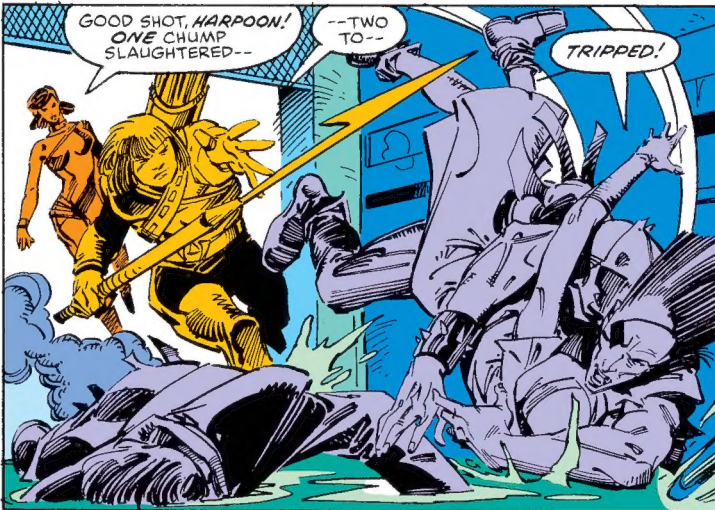
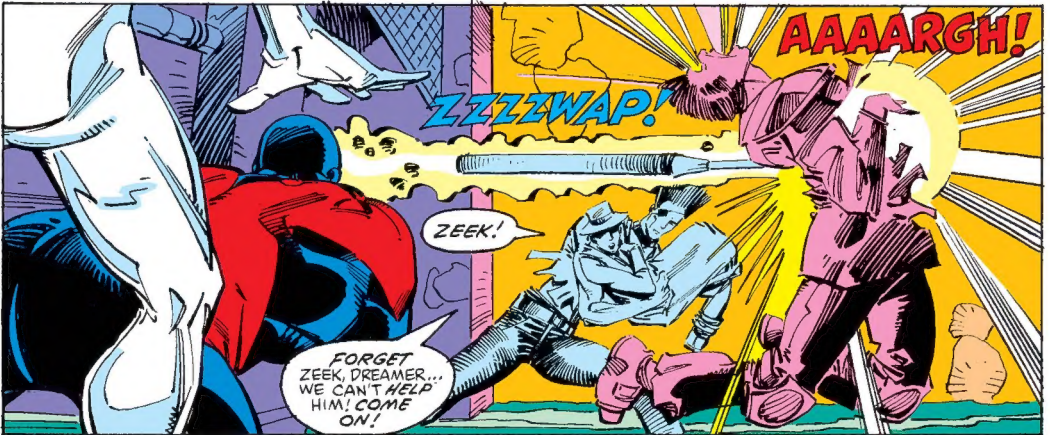
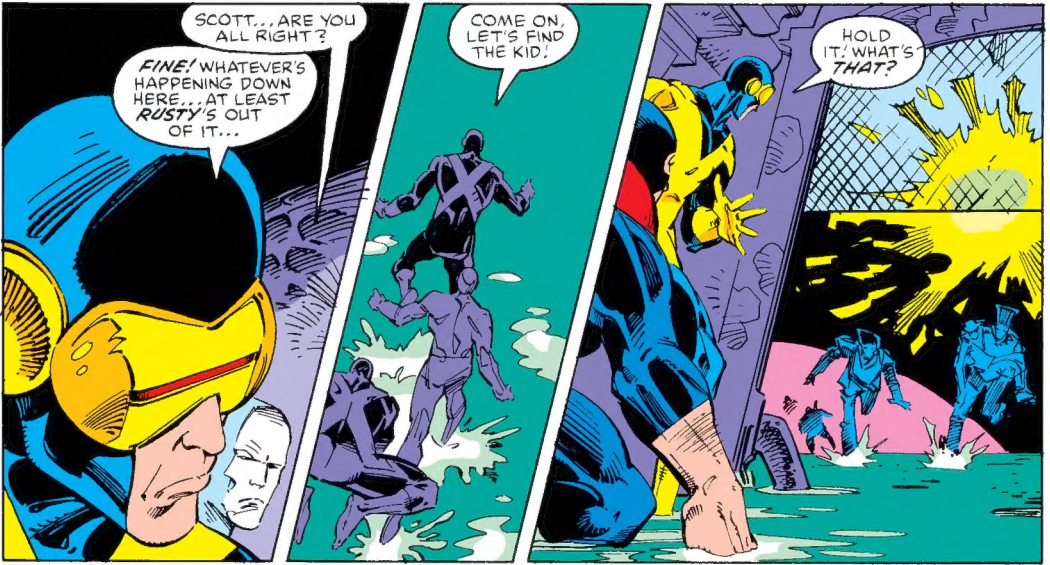
ANGEL, CAN YOU HEAR THEM? SCREAMS! POOR LITTLE ARTIE, LOST DOWN HERE AND --

\*#8 AND #9 HAVE THE SAD DETAILS: BOB.

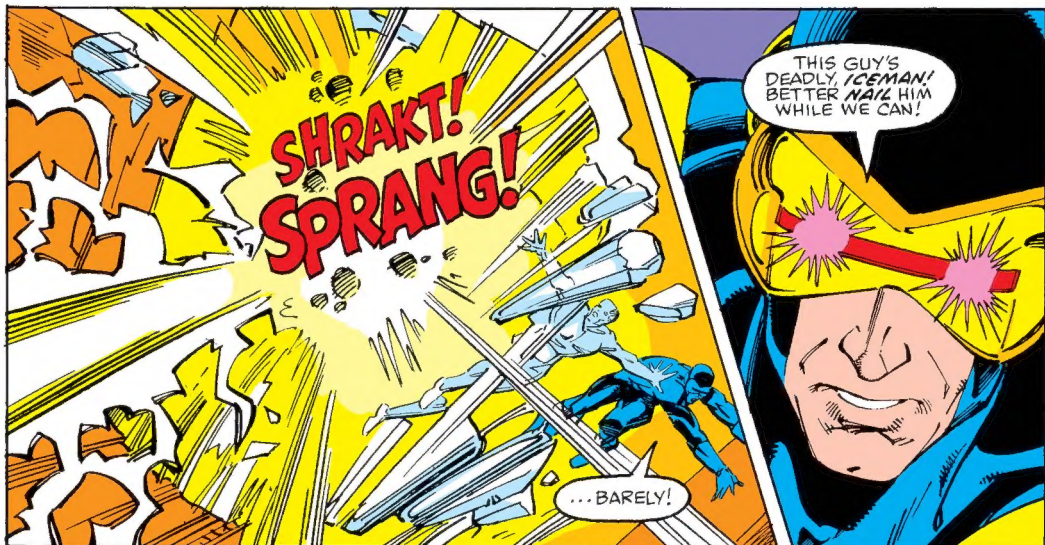
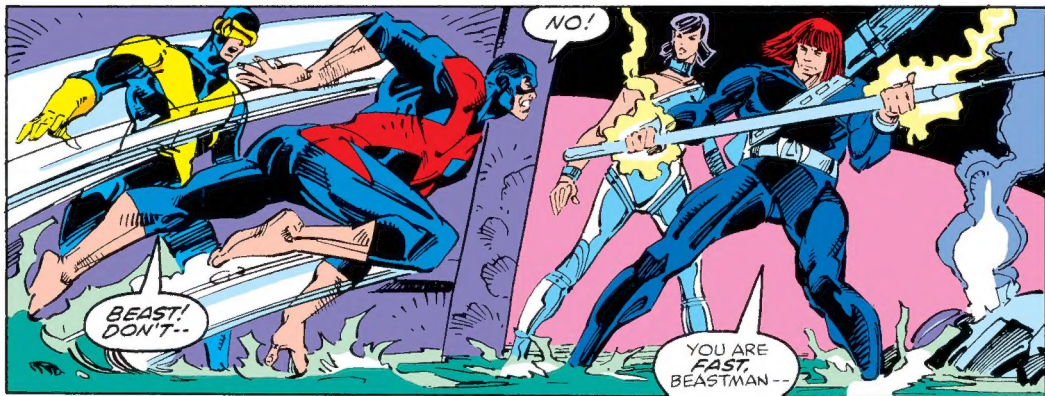
PLEASE, YOU DON'T HAVE TO GO SLOW FOR ME! I CAN SKATE ON MY FORCE FIELD REAL FAST! I'LL KEEP UP! HONEST! JUST--

DON'T WORRY, SKIDS! BETWEEN JEAN AND ME, WE'LL SAVE HIM! I JUST HOPE CYKE AND BEAST AND ICEMAN CAN FIND ARTIE...

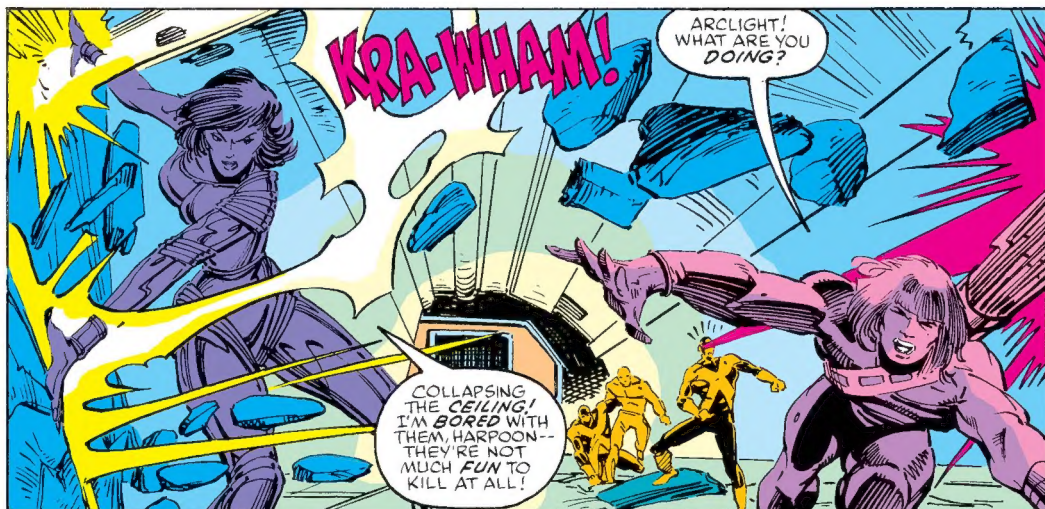




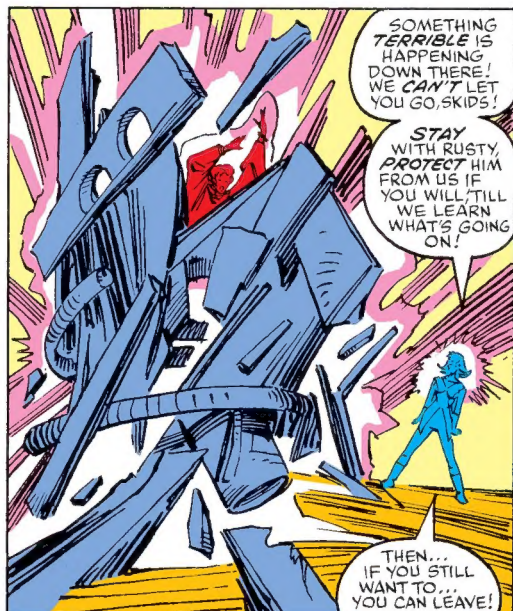
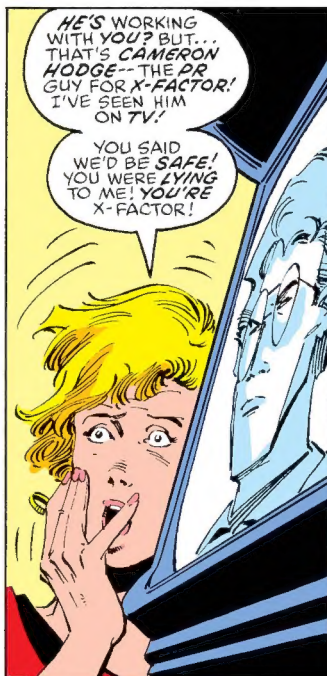




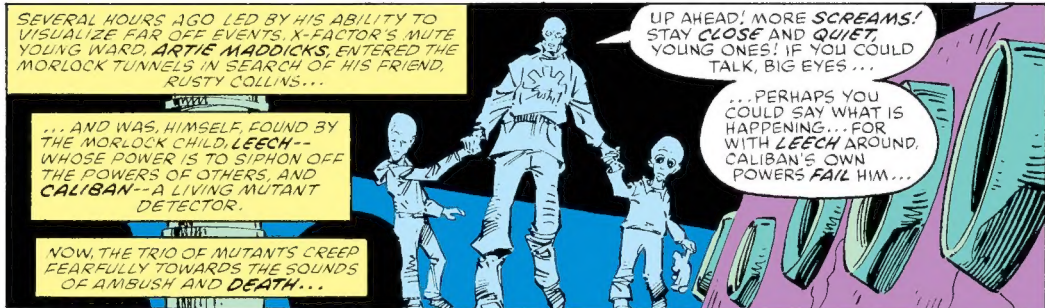












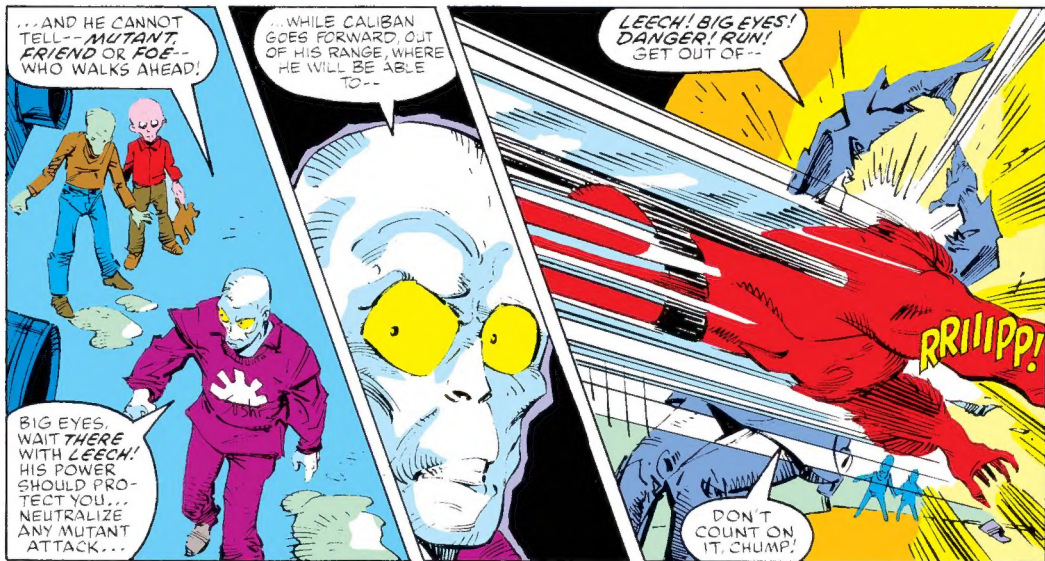
SEVERAL HOURS AGO LED BY HIS ABILITY TO VISUALIZE FAR OFF EVENTS, X-FACTOR'S MUTE YOUNG WARD, **ARTIE MADDICKS**, ENTERED THE MORLOCK TUNNELS IN SEARCH OF HIS FRIEND, **RUSTY COLLINS**...

...AND WAS, HIMSELF, FOUND BY THE MORLOCK CHILD, **LEECH**-- WHOSE POWER IS TO SIPHON OFF THE POWERS OF OTHERS, AND **CALIBAN**--A LIVING MUTANT DETECTOR.

NOW, THE TRIO OF MUTANTS CREEP FEARFULLY TOWARDS THE SOUNDS OF AMBUSH AND DEATH...

UP AHEAD! MORE SCREAMS! STAY CLOSE AND QUIET, YOUNG ONES! IF YOU COULD TALK, BIG EYES...

...PERHAPS YOU COULD SAY WHAT IS HAPPENING...FOR WITH **LEECH** AROUND, **CALIBAN**'S OWN POWERS FAIL HIM...



...AND HE CANNOT TELL--**MUTANT, FRIEND OR FOE--** WHO WALKS AHEAD!

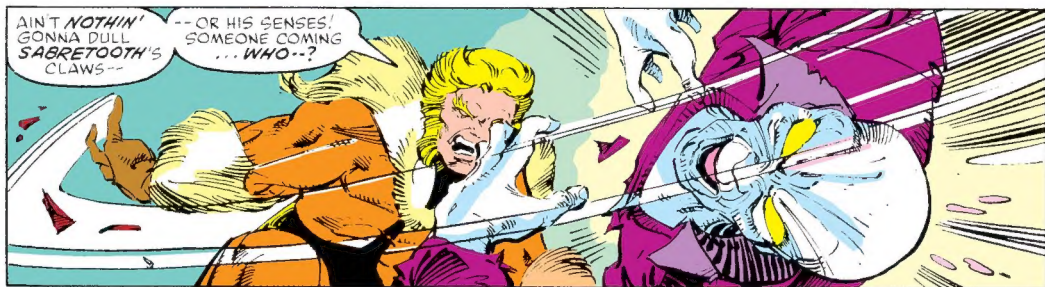
...WHILE **CALIBAN** GOES FORWARD, OUT OF HIS RANGE, WHERE HE WILL BE ABLE TO--

**LEECH! BIG EYES! DANGER! RUN! GET OUT OF--**

BIG EYES, WAIT THERE WITH **LEECH**! HIS POWER SHOULD PROTECT YOU... NEUTRALIZE ANY MUTANT ATTACK...

DON'T COUNT ON IT, CHUMP!

**RRRIIPP!**



AIN'T **NOTHIN'** GONNA DULL **SABRETOOTH'S** CLAWS--

--OR HIS SENSES! SOMEONE COMING ...WHO--?



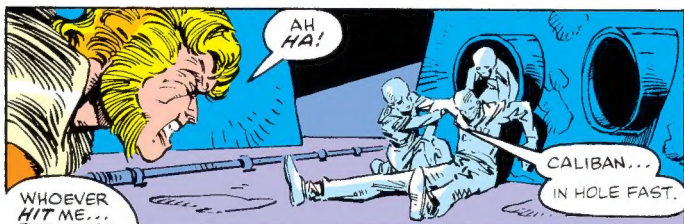
IN HOLE!

FAST!

**SHRAKT!**

WHO...?







MEANWHILE IN THE PENTAGON HEADQUARTERS OF FREEDOM FORCE...

HAR! HAR! SO YOU LEAKED THE WORD, EH, MYSTIQUE?

AND THE MEDIA ARE HAVING A FIELD DAY! UNCLE SAM'S COMPUTERS PROVIDED IMPRESSIVE PROOF.

...INVESTIGATING REPORTS THAT THE MILLIONAIRE MUTANT PLAYBOY, WARREN WORTHINGTON... KNOWN ALSO AS "THE ANGEL"... IS THE FINANCIAL BACKER FOR X-FACTOR...

I WONDER WHEN THEY WILL LEARN, AS WE HAVE, THAT X-FACTOR AND THE X-TERMINATORS ARE ONE!

MEANWHILE IN PHILADELPHIA, ON THE TOP FLOOR OF THE WORTHINGTON BUILDING, THE NEWLY APPOINTED CHAIRMAN OF THE BOARD, CANDY SOUTHERN, CALLS A MEETING TO ORDER...

...LIGHT INDUSTRY PROFITS ARE UP TWO PERCENT IN THIS QUARTER AND--

IT...IT JUST CAME OVER THE RADIO...ABOUT MR. WORTHINGTON!

M-MISS SOUTHERN...?

IT SAID...IT SAID THAT HE'S AN EVIL MUTANT... AND WORTHINGTON ENTERPRISES IS BACKING X-FACTOR!

BLAST! WARREN THOUGHT HE'D BURIED HIS INTEREST IN X-FACTOR SO CLEVERLY NO ONE COULD FERRET OUT THE CONNECTION! HOW--?

I'M SUPPOSEDLY HIS LOVER AND I HAVEN'T HAD A REAL CONVERSATION WITH HIM IN WEEKS... WE'VE BOTH BEEN SO BUSY...

IT'S TIME I WENT TO HIM! WHEN HE HEARS THIS, HE'S GOING TO NEED ME!

GENTLEMEN, I'M POSTPONING THE REMAINDER OF THIS MEETING TILL NEXT WEEK! IF YOU NEED ME, I'LL BE IN NEW YORK!

WHILE IN THE INFIRMARY OF THE X-FACTOR COMPLEX...

THANK YOU FOR COMING SO PROMPTLY, DOCTOR!

GLAD TO OBLIGE-- CAM'S AN OLD BUDDY!

THE BOY'S IN BAD SHAPE... WHAT HAPPENED?

HE'S AN X-FACTOR OPERATIVE, INJURED IN THE LINE OF DUTY AND--

SORRY TO INTERRUPT, WARREN, BUT SOMETHING VERY BIG HAS COME UP! YOU'RE ON TV...

...KEEP WATCHING THE MONITOR, I'LL PATCH IT THROUGH--

...CONCERNING THE INVOLVEMENT OF WARREN WORTHINGTON III, A KNOWN MUTANT, WITH X-FACTOR...

WHAT?!?



WHILE IN THE ALLEY...

DIZZY ZAP THESE MUTIE DOPES ALL YOU WANT, VERTIGO...IT TAKES BLOCKBUSTER TA DELIVER THE GOODS!

ICK! WHAT'S WITH YOU, UGLY-- YA GOT FLY PAPER FOR SKIN?

WHAM!

APE, DUCK OR YOU'LL BE STUCK!

I CAN'T, TARBABY! I'M SO DIZZY, I'M SPINNING LIKE A-- OOF!

HA! STUCK TOGETHER LIKE WADS OF BUBBLE-GUM!

BLOCKBUSTER'LL FLATTEN YOU LIKE--

THERE! THE SCREAM CAME FROM-- HOLEE--!

IT'LL BE TOUGH IN ICE HAND-CUFFS, MARAUDER!

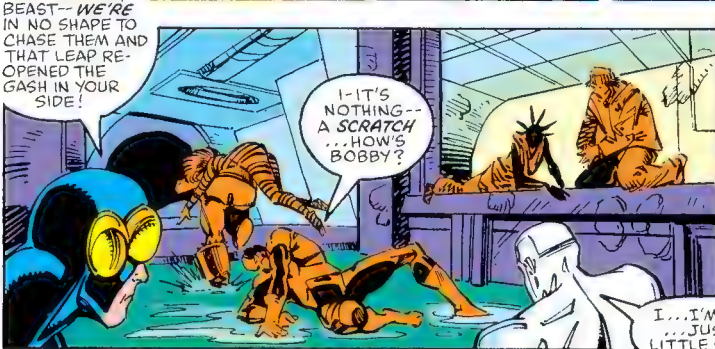
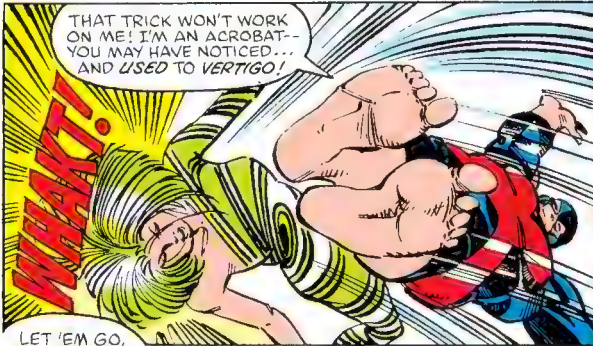
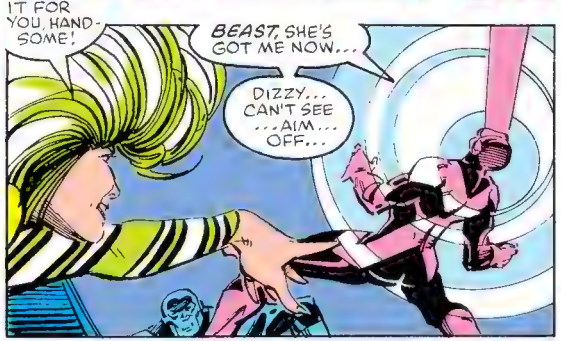
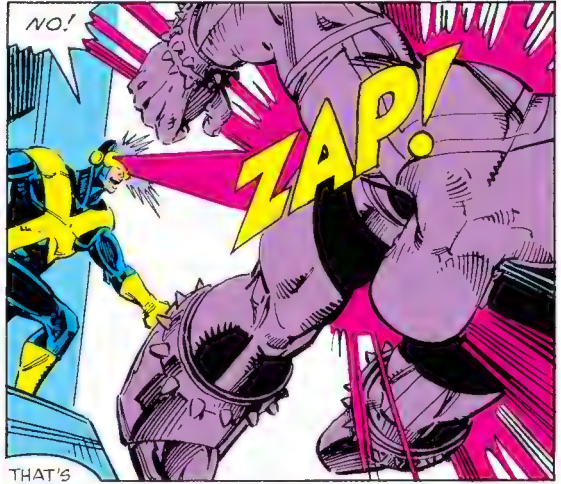
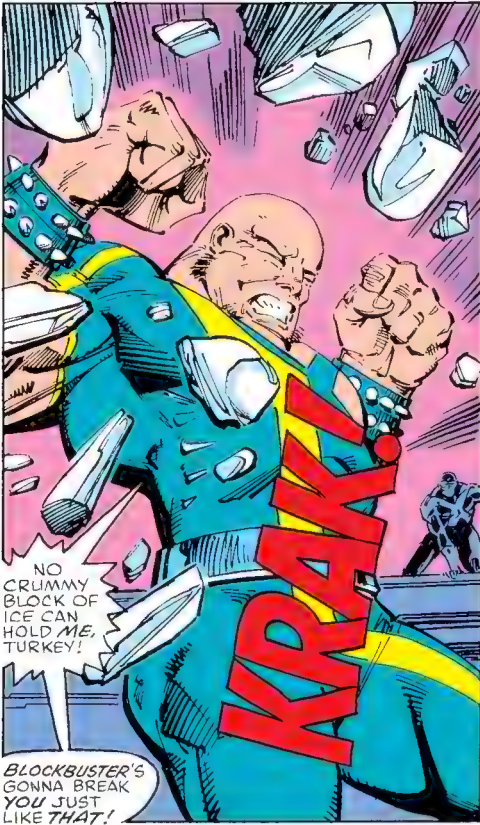
ALMOST TOUGH AS STANDING UPRIGHT, ISN'T IT, MUTANT?

NO KIDDING! DIZZY... SICK...

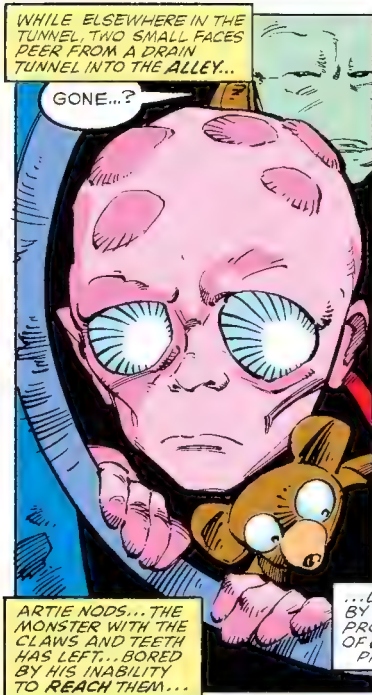
CAN'T STAY ICED UP OR... OR UP AT ALL!

THUD!







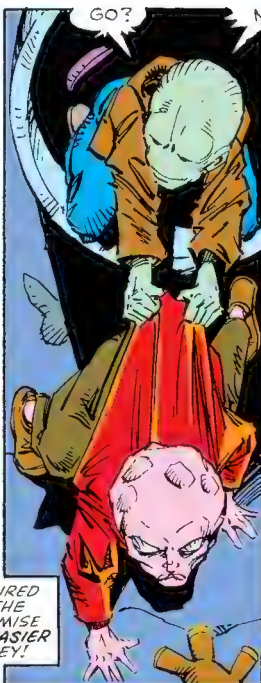


WHILE ELSEWHERE IN THE TUNNEL, TWO SMALL FACES PEER FROM A DRAIN TUNNEL INTO THE ALLEY...

GONE...?

ARTIE NODS... THE MONSTER WITH THE CLAWS AND TEETH HAS LEFT... BORED BY HIS INABILITY TO REACH THEM...

...LURED BY THE PROMISE OF EASIER PREY!



GO?

NO!

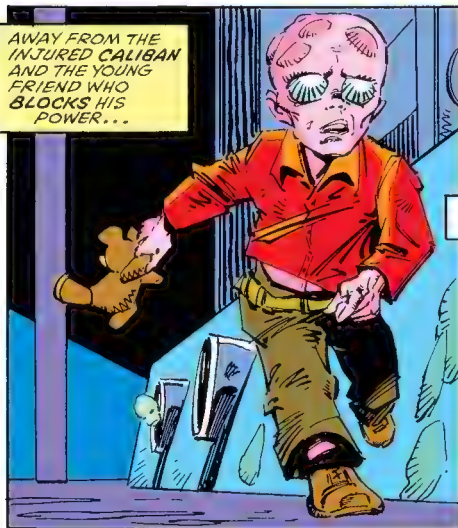


SCARED!

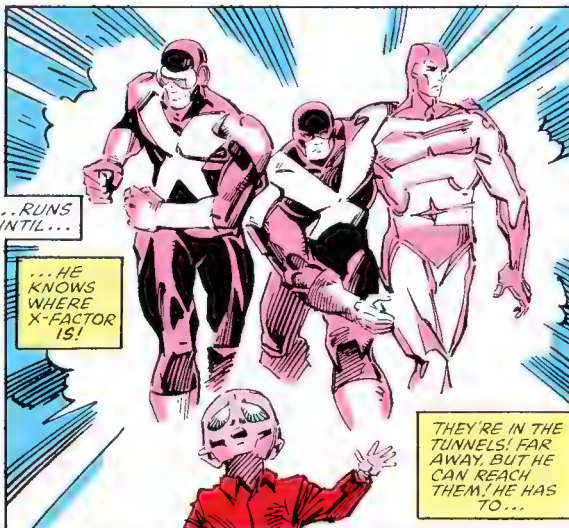
DIE!

STAY!

BUT YOUNG ARTIE MADDICKS RUNS...



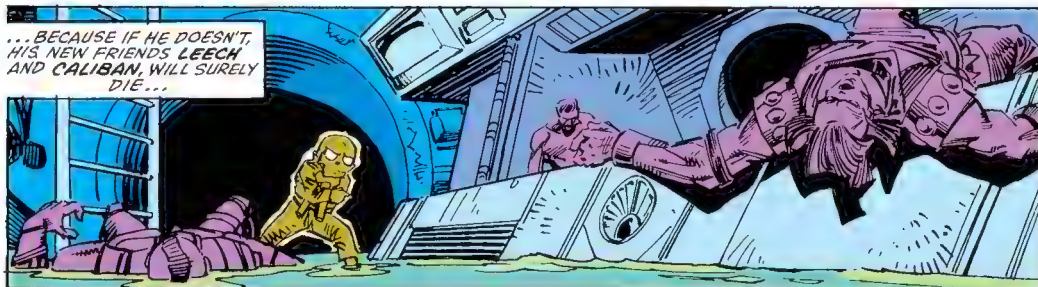
AWAY FROM THE INJURED CALIBAN AND THE YOUNG FRIEND WHO BLOCKS HIS POWER...



...RUNS UNTIL...

...HE KNOWS WHERE X-FACTOR IS!

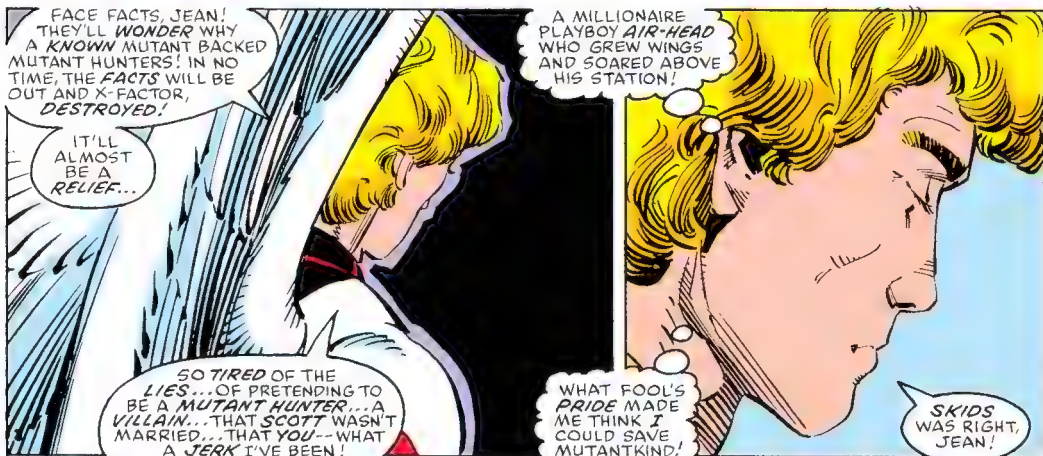
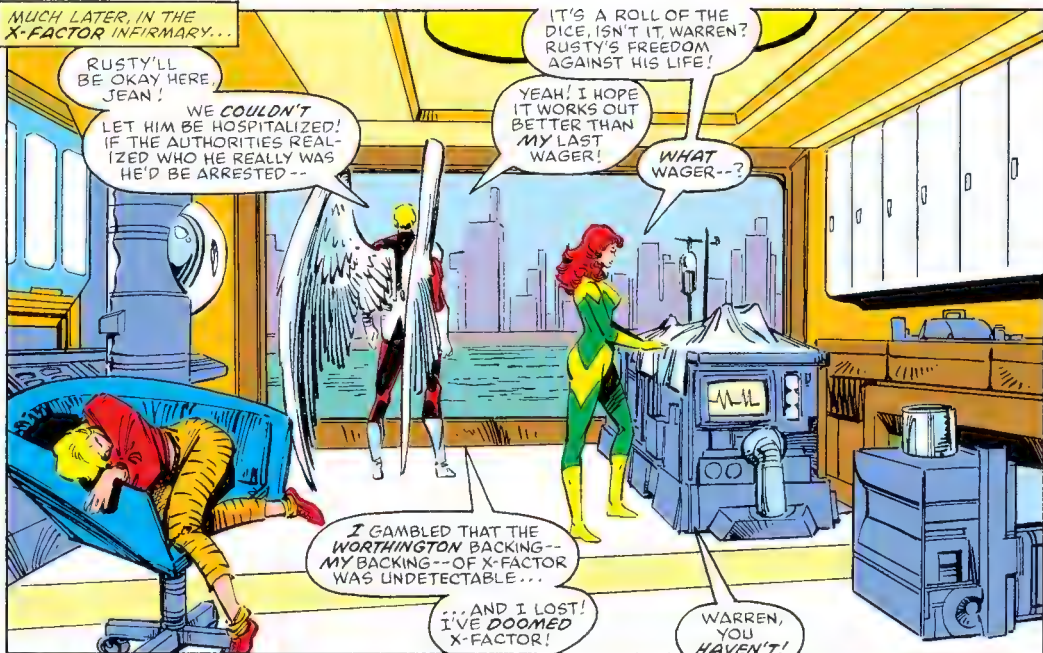
THEY'RE IN THE TUNNELS! FAR AWAY, BUT HE CAN REACH THEM! HE HAS TO...



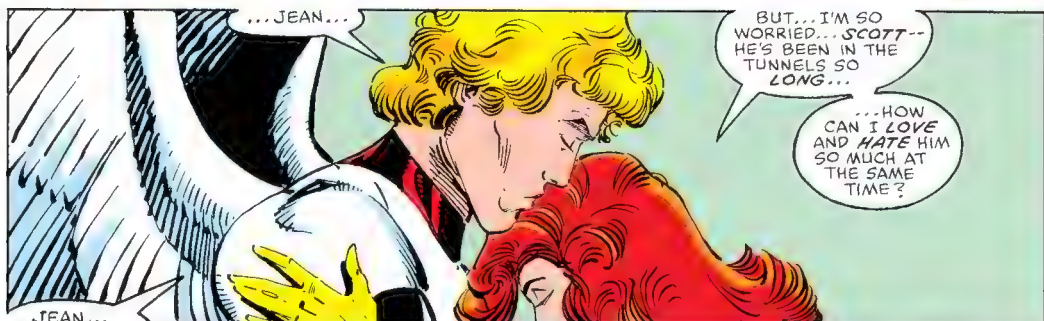
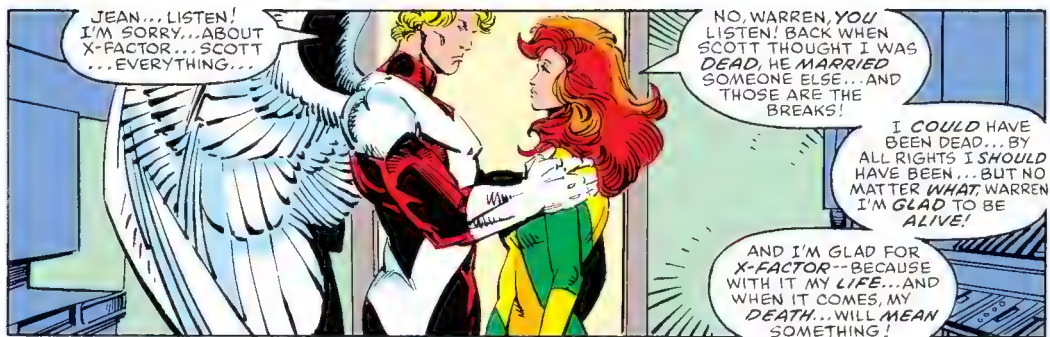
...BECAUSE IF HE DOESN'T, HIS NEW FRIENDS LEECH AND CALIBAN, WILL SURELY DIE...



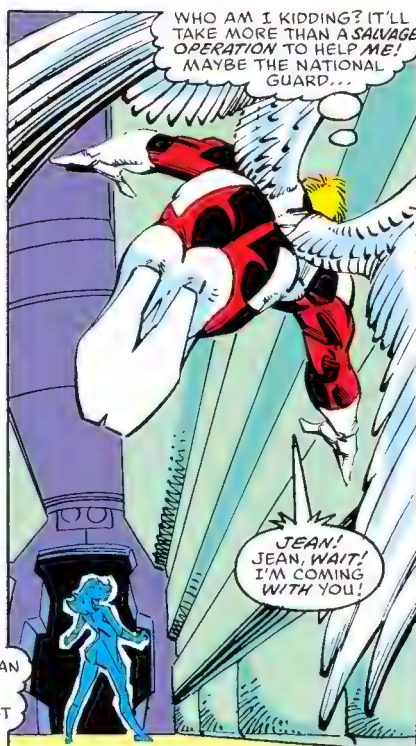
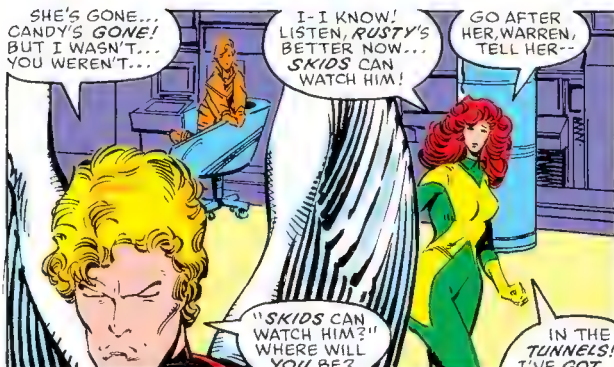
MUCH LATER, IN THE  
X-FACTOR INFIRMARY...













WHILE ALMOST A MILE BELOW...

BUTT OUT, HARPOON!  
SABERTOOTH HUNTS ALONE!

EASY TO KILL AN  
OLD LADY, AIN'T  
IT, SONNY? SPECIALLY  
WI' CLAWS LIKE  
YOURS?

BUT  
I AIN'T  
SCARED!  
I'LL MATCH  
YA...

...TOUCH  
FOR  
TOUCH!

GAK!

YER SICK, SONNY! SOON  
YOU'LL BE DEAD! LIKE  
TA KNOW WHO KILLED YA?

THE  
NAME IS  
PLAGUE!

PLEASED  
TO MEET YOU,  
GRANNY! I  
THINK YOU'LL  
FIND HAR-  
POON'S REACH...

...MUCH  
LONGER--

AND MY  
REACH IS  
LONGER  
STILL!

FEAR NOT!  
I WILL NOT  
YET SLAY  
YOU!

YOU MARAUDERS  
WINNOW OUT THE  
WEAK THAT THE STRONG  
MAY RULE--AND THUS  
YOU DO MY WILL!

BUT YOU ARE  
NOT YET STRONG  
ENOUGH TO FACE  
THE TEST THAT I  
WILL PLACE  
BEFORE YOU!

CHOK!

YOU, PLAGUE, ARE WORTHY,  
AND WILL BE A TOOL OF THEIR  
TESTING! TAKE MY HAND AND  
YOU WILL BE PLAGUE  
NO LONGER...

...BUT  
PESTILENCE  
--FIRST  
HORSEMAN OF  
APOCALYPSE!

YOU SURE  
YOU KNOW  
WHAT YOU'RE  
DOIN', SONNY?

I KNOW! I  
WAS ANCIENT  
WHEN YOU WERE  
YOUNG! COME!  
WE WILL LEAVE  
TOGETHER...

THEY...  
FADED!  
BUT  
HOW--?

UGH! SICK AS A  
DOG! THE OLD LADY  
WASN'T JOKING! WITHOUT  
MY HEALING FACTOR,  
I'D BE DEAD!



AGES LATER...

WE'LL NEVER FIND THEM... SO MANY DEAD...

WE DIDN'T KNOW WHAT WE WERE LEAVING THEM TO! WHO WOULD DO THIS?

FEEL THAT?

RUMBLE!

OVER THERE!

AND NEARBY...

WE MEET AGAIN, MUTANTS!

VERTIGO SAID YOU SURVIVED OUR FIRST ENCOUNTER-- SO I'VE ORGANIZED A SEARCH AND DESTROY MISSION--

KRA-WHRAM!

-- 'SPECIALLY DESIGNED WITH YOU IN MIND!

ZAP!

ARRGH! SCRAMBLER -- TOUCH THEM! DISRUPT THEIR POWERS!

MY PLEASURE, ARCLIGHT!

HEY... JERK...

-- DISRUPT THIS-- AAGGGGH!

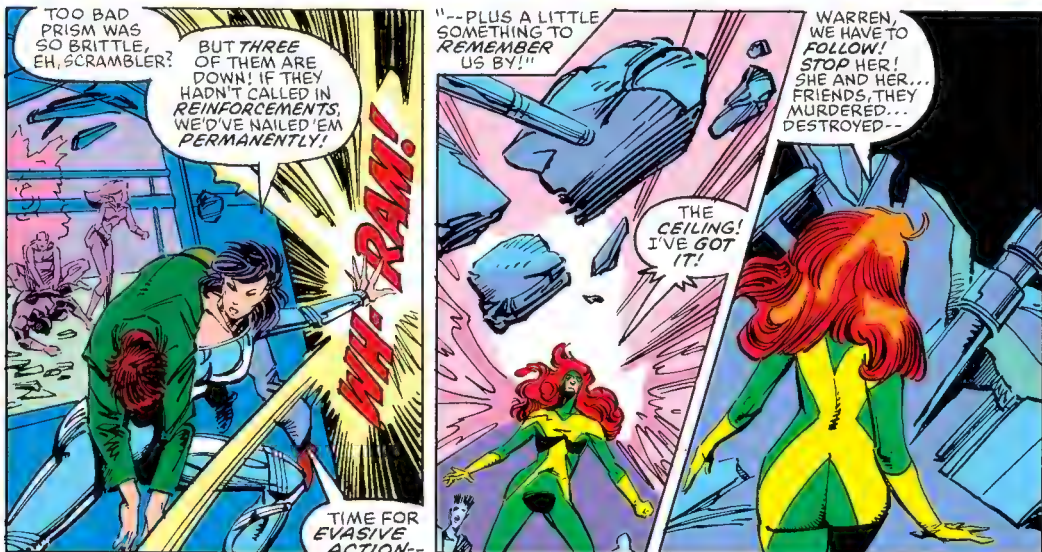
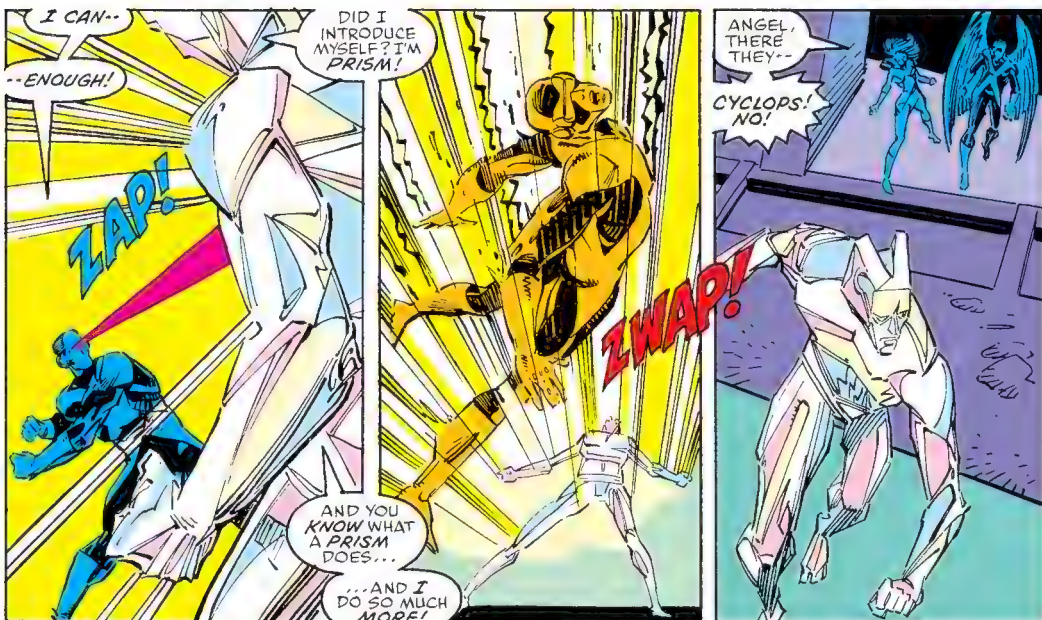
CHOK!

HOW UNFORTUNATE. THE BEAST-MAN IS STOPPED... BUT AT WHAT COST?

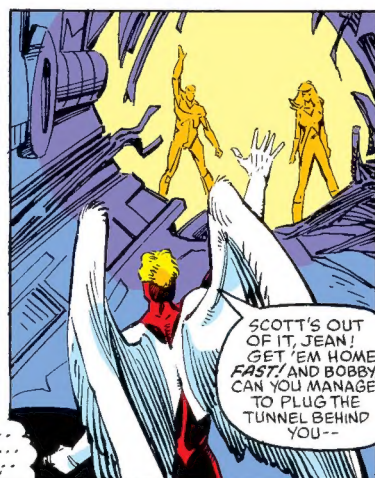
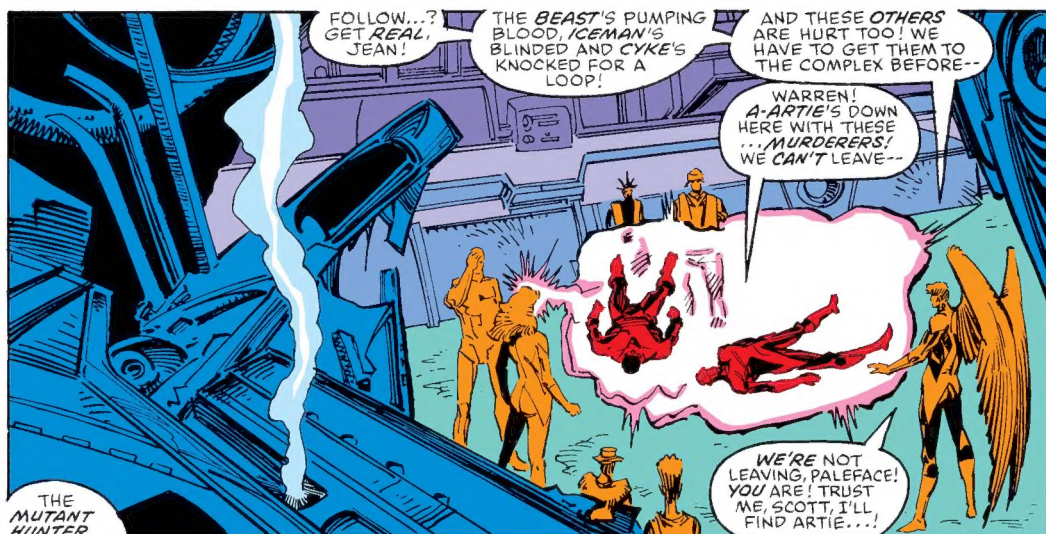
SCRAMBLER SHOULD HAVE WAITED FOR ME TO SHED A LITTLE LIGHT ON THINGS!

LIGHT--? BLINDING! CAN'T SEE--











THE NARROW TUNNELS ARE FILLED WITH DANGER AND DEATH, BUT ANGEL HAS BEEN LUCKY, SO FAR...

ARTIE!

ARTIE--  
WHERE  
ARE...

ARTIE!

YOU'RE OKAY!  
YOU'RE ALIVE!  
THANK HEAVEN!

SCORE ONE  
FOR THE  
MUTANT  
HUNTERS!

WHAT IS IT, PAL?  
YOU WANT TO GO  
BACK? BUT THAT'S--

--DEATH!  
CERTAIN  
DEATH!

WHAT?!

WE'RE IN A TIGHT  
SPOT, PAL! IT'S TOO  
NARROW, I CAN'T  
FLY US OUT! SO I  
NEED YOUR HELP,  
ARTIE--

--I NEED YOU TO RUN  
DOWN THE TUNNEL, BACK  
TO THE COMPLEX...  
CARRY A MESSAGE FOR  
ME... TO JEAN!

TELL HER  
THAT...WHAT  
I DID...WHAT  
IS RIGHT...IT'S WHAT  
WE'RE HERE FOR!  
SHE'LL UNDER-  
STAND...

...AND,  
ARTIE, NO  
MATTER WHAT  
YOU HEAR,  
DON'T STOP,  
DON'T LOOK  
BACK! NOW  
...GO!

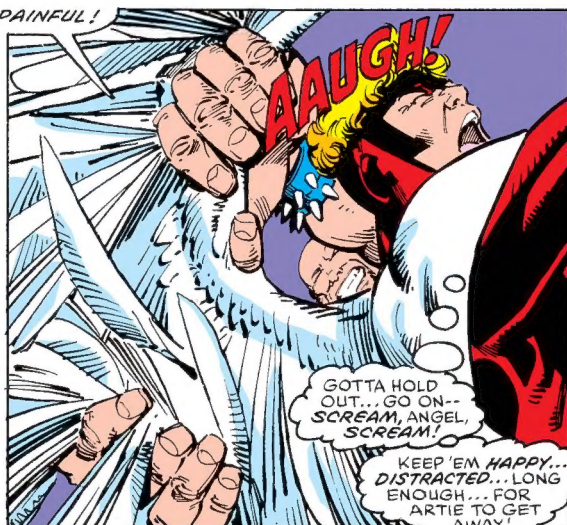
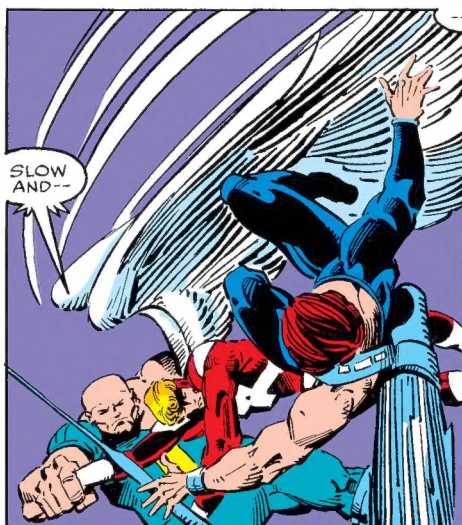
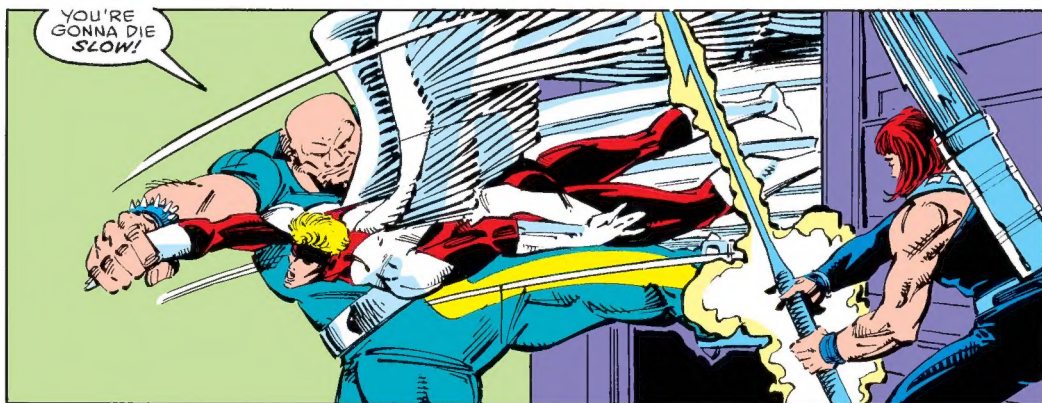
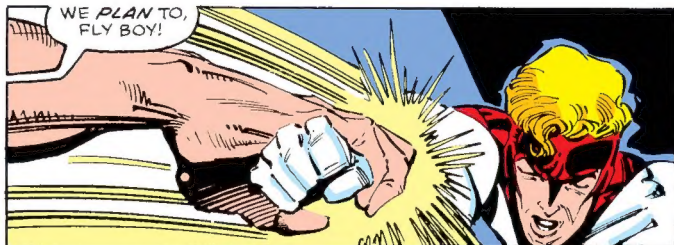
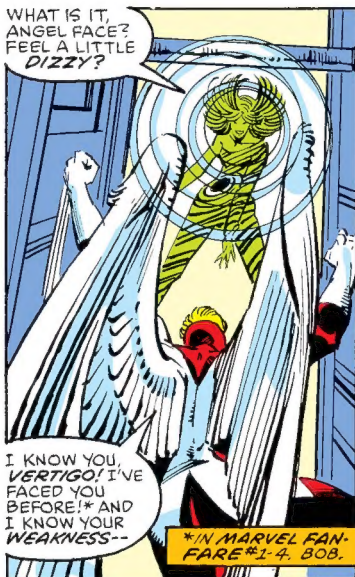
THE FACE IS  
STRANGE BUT  
WE RECOG-  
NIZE THE  
COSTUME!  
YOUR KIND IS  
TROUBLE...  
YOU CUT OUR  
EFFICIENCY...

AND YOU'LL  
PAY FOR  
IT! KILL  
THE KID  
FIRST!

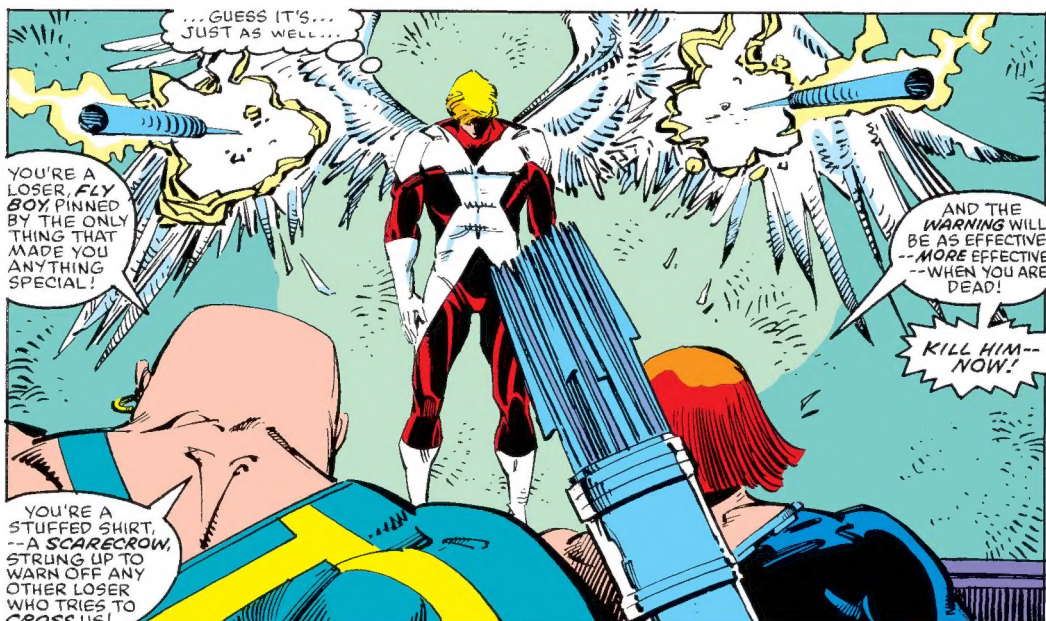
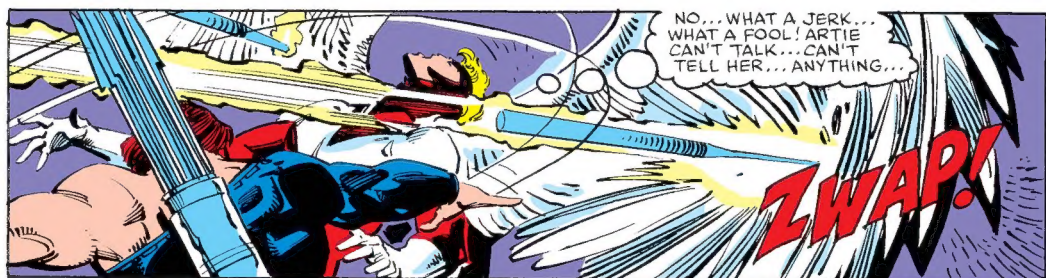
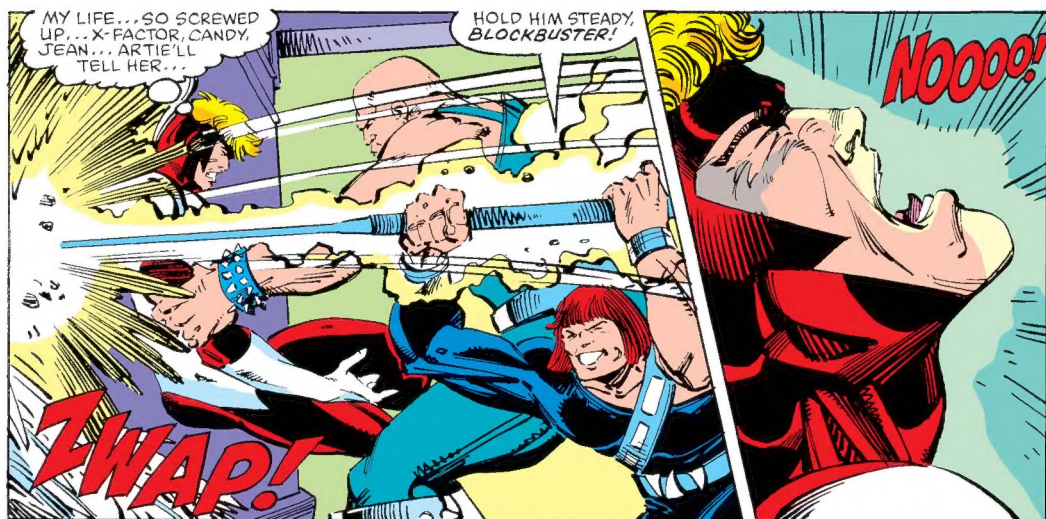
WE CAN'T  
GET PAST  
YOU, BUT  
WE CAN GO  
THROUGH  
YOU!

LOVELY DAY FOR  
A FUNERAL, ISN'T  
IT, FLY BOY?









FOR MORE OF THE STORY THAT'S TOO BIG FOR ANY ONE SERIES TO TELL--READ POWER BACK#27, THOR#373, X-MEN#212... AND DON'T MISS X-FACTOR#11 FOR

**TRUTH or CONSEQUENCES!**

THINGS CAN ONLY GET WORSE...